

Hearing Date and Time: January 29, 2014 at 10:00 a.m. (Prevailing Eastern Time)

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Shenandoah Life Insurance Company*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re: : Chapter 11
LEHMAN BROTHERS HOLDINGS INC., *et al.* : Case No. 08-13555 (JMP)
Debtors. :
x

**JOINDER OF SHENANDOAH LIFE INSURANCE COMPANY IN CERTAIN
RESPONSES IN OPPOSITION AND OBJECTIONS TO THE MOTION OF LEHMAN
BROTHERS HOLDINGS INC. PURSUANT TO SECTION 105(a) OF THE
BANKRUPTCY CODE AND BANKRUPTCY RULE 7004(a)(1) TO EXTEND STAY
OF AVOIDANCE ACTIONS AND GRANT CERTAIN RELATED RELIEF**

Defendant Shenandoah Life Insurance Company (“Shenandoah”), in addition to asserting its own Limited Objection [D.I. 42132] (the “Shenandoah Objection”) to the *Motion of Lehman Brothers Holdings Inc. Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rule 7004(a)(1), to Extend Stay of Avoidance Actions and Grant Certain Related Relief* [D.I. 42023]

(the “Motion”), hereby joins in the following responses in opposition and objections to the Motion:

- i. Defendant Principal Life Insurance Company’s *Response in Opposition to the Motion of Lehman Brothers Holdings Inc. Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rule 7004(a)(1), to Extend Stay of Avoidance Actions and Grant Certain Related Relief* [D.I. 42119] (the “Principal Life Objection”);
- ii. the *Response of Union Investment Institutional GmbH in Opposition to the Motion of Lehman Brothers Holdings Inc. Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rule 7004(a)(1), to Extend Stay of Avoidance Actions and Grant Certain Related Relief* [D.I. 42122] (the “Union Investment Objection”);
- iii. the *Limited Objection of First Strategic High Income Fund II to Lehman Brothers Holdings, Inc. Motion to Extend Stay of Avoidance Actions* [Dkt. No. 42023] [D.I. 42123] (the “First Strategic Objection”);
- iv. the *Limited Objections of Nationwide Life Insurance Company and Nationwide Mutual Insurance Company to Joint Motion of Lehman Brothers Subcommittee of Creditors’ Committee, Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rule 7004(a)(1), to Extend Stay of Avoidance Actions and to Grant Certain Related Relief* [D.I. 42130] (the “Nationwide Objection”); and
- v. the *Limited Objection of PB Capital Corporation to the Motion of Lehman Brothers Holdings Inc. Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rule 7004(a)(1), to Extend Stay of Avoidance Actions and Grant Certain Related Relief* [D.I. 42139] (the “PB Capital Objection”); together with the Principal Life Objection, the Union Investment Objection, the First Strategic Objection, and the Nationwide Objection, the “Objections”).

Shenandoah incorporates herein the facts and arguments set forth in the Objections and reserves its right to further object and respond to Motion. Shenandoah further reserves its right to participate in any negotiations between LBHI¹ and the Distributed Action Defendants regarding the scheduling of and organization of the Distributed Action.

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.

WHEREFORE, Shenandoah respectfully requests that the Court enter an order (i) denying the approval of the Protocol; and (ii) granting such other and further relief in favor of Shenandoah as the Court may deem just and proper.

New York, New York

Dated: January 24, 2014

HUNTON & WILLIAMS LLP

By: /s/ John R. Hein
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CERTIFICATE OF SERVICE

I hereby certify that on the 24th day of January 2014, a true and correct copy of the foregoing *Joinder of Shenandoah Life Insurance Company in Certain Responses in Opposition and Objections to the Motion of Lehman Brothers Holdings Inc. Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rule 7004(a)(1), to Extend Stay of Avoidance Actions and Grant Certain Related Relief* was served electronically upon the following parties:

Richard W. Slack, Esq.
Jacqueline Marcus, Esq.
Robert J. Lemons, Esq.
Lee J. Goldberg, Esq.
Weil Gotshal & Manges LLP
767 Fifth Avenue
New York, New York 10153

I further certify that on the 27th of January 2014, a true and correct copy of the foregoing *Joinder of Shenandoah Life Insurance Company in Certain Responses in Opposition and Objections to the Motion of Lehman Brothers Holdings Inc. Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rule 7004(a)(1), to Extend Stay of Avoidance Actions and Grant Certain Related Relief* was filed with the Clerk of Court using the CM/ECF system, which will then send a notification of such filing (NEF) to all registered users. I have also served the foregoing via hand delivery upon the following parties:

Honorable James M. Peck
United States Bankruptcy Court for the
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